

Objection Deadline: March 17, 2014 at 4:00 p.m. (Prevailing Eastern Time)

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Gary S. Lee
Lorenzo Marinuzzi
Naomi Moss

Counsel for the Post-Effective Date Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
Debtors.) Jointly Administered
)

**NOTICE OF FILING OF RUST CONSULTING, INC.’S FIFTH MONTHLY
FEE REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD FROM DECEMBER 1, 2013 THROUGH DECEMBER 17, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order* [Docket No. 4977] entered by the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Rust Consulting, Inc. (“Rust Consulting”) is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Rust Consulting’s capacity as paying agent under the amendment to the Consent Order in the above-captioned Chapter 11 cases of Residential Capital, LLC and its affiliated post-effective date debtors (collectively, the “Debtors”). Attached hereto as Exhibit 1 is Rust Consulting’s Fifth

Monthly fee report for the period from December 1, 2013 through December 17, 2013 (the “Monthly Fee Report”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court’s electronic case filing system, and be served, so as to be received no later than **March 17, 2014 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Post-Effective Date Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi and Naomi Moss); (b) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention:

Ken Ziman & Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Douglas Mannal); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: February 24, 2014
New York, New York

Respectfully submitted,

/s/ Gary S. Lee
Gary S. Lee
Lorenzo Marinuzzi
Naomi Moss
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

Counsel for the Post-Effective Date Debtors

Exhibit 1

R E S C A P

February 24, 2014

Re: Rust Consulting (Monthly Fee Report)

In accordance with the Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order [Docket No. 4977], annexed herewith is the billing report of Rust Consulting, Inc. ("Rust") covering the period from December 1, 2013 through December 17, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Rust seeks payment of \$311,101.12 for professional services rendered, and \$100.00 for expense reimbursements for this period, less a credit of (\$111,366.72) for Initial Invoice #99-136.

- Telephonic conferences with the FRB, and the Debtors to reconcile the borrower population impacted by the Settlement, discuss steps to exchange files related to upcoming events including; the approved borrower waterfall, borrower notice of the settlement, and planning for the distribution to borrowers.
- Various data tasks related to the reconciliation process and the calculation of borrower payment amounts.
- Planning for disbursement of funds to borrowers per the payment schedule provided by the FRB.
- Mailing W9 and W8 tax forms to borrowers.
- Quality assurance of the various data tasks performed.
- Receipt and processing of incoming forms related to the independent foreclosure review ("IFR"), borrower correspondence and general inquiries regarding the IFR program and the Settlement announcement.
- Manage call center for borrower inquiries regarding the IFR program and the Settlement.

Attached please find: (i) a summary of amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit 1; (ii) a description of professional services and/or tasks comprising each project category for which Rust seeks compensation, annexed here to as Exhibit 2; and (iii) the monthly invoice with supporting detail, including a detailed list of expenses incurred in connection with these Chapter 11 cases for which Rust seeks reimbursement, annexed hereto as Exhibit 3.

Very truly yours,



David Cunningham
Director

Exhibit 1
Monthly Invoice Breakdown
December 1, 2013 – December 17, 2013

Invoice Category	Hours	Value
Class Data Management	n/a	\$5,126.80
Pre-Award Notification Postcards	n/a	\$132,417.82
Award Letters & Checks	n/a	7,030.60
Call Center & Website	n/a	\$149,559.75
Project Management	79.75	\$13,366.75
Technical Consulting	20.60	\$3,599.40
Expenses	n/a	\$100.00

Exhibit 2
Invoice Category Descriptions

Invoice Category	Service Description
Class Data Management	Creation of mailfiles for distribution and mailing of W8 & W9 forms to borrowers.
Pre Award Notification Postcards	Coordinate the printing and mailing of pre-distribution postcards.
Call Center & Website	Operation of the call center which fields calls into the toll free number provided to borrowers and the public to get information on the IFR program. This includes time from individual agents based upon the volume of calls received and management of that staff. Long distance charges associated with the incoming calls to the call center.
Project Management	Time associated with calls and meetings between IFR Project team/Rust IFR Program Management Team/GMAC/Federal Reserve Board. Internal planning for Settlement execution, data exchange on waterfall, payment scheduling and coordination. Processing correspondence and updating the borrower records with any information provided as necessary under the IFR program. Fielding borrower inquiries received from other avenues than the Rust IFR program call center; letters, emails, etc.
Technical Consulting	Time associated with planning and executing technical tasks required under the IFR program from Business Analysts. Gathering and drafting requirements for

	distribution. Quality assurance time associated with the data tasks.
Expenses	As detailed on the invoice.



Revised Invoice

625 MARQUETTE AVENUE, SUITE 880
MINNEAPOLIS, MN 55402
P 612.359.2000 | F 612.359.2050
WWW.RUSTCONSULTING.COM
FEDERAL ID #: 41-1813634

DATE: 2/5/14
INVOICE #: 13-6442
MATTER #: 401100

TO: Dave Cunningham
Residential Capital, LLC
1100 Virginia Drive, Suite 250
Fort Washington, PA 19034
david.cunningham@rescapestate.com

PROJECT		
GMACM - Alternate Resolution Project		
December 1 through December 17, 2013 Claims Administration Services		
Class Data Management	\$	5,126.80
Pre Award Notification Postcards		132,417.82
Award Letters & Checks		7,030.60
Call Center & Website		149,559.75
Project Management		13,366.75
Technical Consulting		3,599.40
Expenses: Other Charges and Out-of-pocket Costs		<u>100.00</u>
Subtotal	\$	311,201.12
Less - Credit for Initial Invoice #99-136		(111,366.72)
Total Due	\$	<u>199,834.40</u>

WIRE INFORMATION

ACCOUNT # [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

PAYMENT TERMS: NET DUE UPON RECEIPT

PAYMENT MAILING ADDRESS

PO BOX 142589
DRAWER #9051
IRVING, TX 75014-2589



DATE: 2/5/14
INVOICE #: 13-6442
MATTER #: 401100

TRANSACTION DETAIL	VOLUME	RATE (\$)	TOTAL (\$)
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Class Data Management

Data Work for Borrowers			5,126.80
SUBTOTAL			5,126.80

Pre Award Notification Postcards

SETUP & DATA SCREENING/UPDATING

Consultation, Drafting & Formatting			2,527.70
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PRINT, MAIL & POSTAGE - PRE AWARD NOTIFICATION POSTCARDS

Print and Mail Postcards Pre Notification of Awards	232,014	0.10	23,201.40
Postage			106,688.72
SUBTOTAL			132,417.82

Award Letters & Checks

W-9 FORMS

Print and Mail Letter & W-9 Form	4,724	1.00	4,724.00
Postage			2,306.60
SUBTOTAL			7,030.60

Call Center & Website

CALL CENTER

Call Center Management - blended rates			9,341.25
CSR Training			13,915.00
Telephone Support			126,303.50
SUBTOTAL			149,559.75

Inv# 136442
Date Jan 31, 2014
Client Number 4011

Dave Cunningham
Residential Capital, LLC
1100 Virginia Drive
190-FTW-K50
Fort Washington, PA 19034
dave.cunningham@gmacm.com

Re: GMACM - ARP - Project Database

401102

For Professional Services Rendered:

TIMEKEEPER	RATE	HOURS	FEES
Bernadette Lex	BL 175.00	11.50	2,012.50
Bjorn Bergh	BB 141.00	1.90	267.90
Brian Kobliska	BPK 188.00	3.80	714.40
Christy Gilman	CG 188.00	0.30	56.40
Daniel Hanson	DH 163.00	1.75	285.25
Garret Hovey	GH 175.00	4.21	736.75
Kari Mason	KM 175.00	0.40	70.00
Lilitha Idumudi	LI 163.00	0.20	32.60
Mike Cole	MC 206.00	4.50	927.00
Tracey Rolle	TR 80.00	0.30	24.00

Total Fees: 5,126.80

12/02/13	GH	Data Analysis & Formatting	1.20	210.00
12/02/13	BL	Data Analysis & Formatting	4.40	770.00
12/03/13	TR	Data Receipting	0.30	24.00
12/03/13	BL	Data Analysis & Formatting	0.80	140.00
12/04/13	GH	Data Analysis & Formatting	2.08	364.00
12/04/13	BL	Data Analysis & Formatting	1.60	280.00
12/05/13	GH	Data Analysis & Formatting	0.61	106.75
12/05/13	CG	Data Analysis & Formatting	0.30	56.40
12/05/13	BB	Data Analysis & Formatting - Quality Assurance	1.45	204.45
12/05/13	BL	Data Analysis & Formatting	0.30	52.50
12/06/13	MC	Data Receipt & Load - Quality Assurance	1.70	350.20
12/06/13	BL	Data Analysis & Formatting	3.70	647.50
12/09/13	BB	Data Analysis & Formatting - Quality Assurance	0.45	63.45
12/09/13	BL	Data Analysis & Formatting	0.70	122.50
12/11/13	BPK	Data Analysis & Formatting	0.50	94.00
12/12/13	BPK	Data Loading	3.30	620.40

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			Date	Jan 31, 2014
			Client Number	4011
12/13/13	DH	Data Receipt & Load - Quality Assurance	1.75	285.25
12/16/13	MC	Data Receipt & Load - Quality Assurance	1.20	247.20
12/16/13	LI	Data Analysis & Formatting - Quality Assurance	0.20	32.60
12/17/13	MC	Data Receipt & Load - Quality Assurance	1.60	329.60
12/17/13	KM	Data Analysis & Formatting	0.40	70.00
12/17/13	GH	Data Analysis & Formatting	0.32	56.00
Total Services				5,126.80
Total Expenses			.00	

Total This Matter			5,126.80	

Inv# 136442
Date Jan 31, 2014
Client Number 4011

Re: GMACM - ARP - Initial Notice

401111

For Professional Services Rendered:

TIMEKEEPER	RATE	HOURS	FEES
Derrick Wersal	DW 141.00	0.95	133.95
Jodi Belmont	JLW 163.00	14.50	2,363.50
Michelle Lara	ML 121.00	0.25	30.25

Total Fees: 2,527.70

12/01/13	ML	Notice - Quality Assurance/Proofing	0.25	30.25
12/02/13	JLW	Coordinate Initial Notice	0.50	81.50
12/06/13	JLW	Coordinate Initial Notice	1.00	163.00
12/08/13	JLW	Travel	5.50	896.50
12/09/13	JLW	Travel	1.50	244.50
12/09/13	JLW	Notice - Quality Assurance/Proofing	5.00	815.00
12/11/13	DW	Coordinate Initial Notice	0.95	133.95
12/13/13	JLW	Coordinate Initial Notice	1.00	163.00

Total Services 2,527.70

Total Expenses .00

Total This Matter 2,527.70

Inv# 136442
Date Jan 31, 2014
Client Number 4011

Re: GMACM - ARP - Call Center Management

401148

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEES
Julia May	JM	93.00	13.75	1,278.75
Laura Hoglund	LH	93.00	68.75	6,393.75
Louise Roberts	LR	163.00	5.25	855.75
Scott Wiermaa	SW	93.00	7.00	651.00
William Sundell	WS	225.00	0.72	162.00

Total Fees: 9,341.25

12/09/13	SW	Call Center Management & Oversight	1.00	93.00
12/09/13	LH	Call Center Management & Oversight	8.00	744.00
12/09/13	JM	Call Center Management & Oversight	4.00	372.00
12/10/13	LR	Call Center Management & Oversight	1.00	163.00
12/10/13	SW	Call Center Management & Oversight	1.00	93.00
12/10/13	LH	Call Center Management & Oversight	8.75	813.75
12/10/13	JM	Call Center Management & Oversight	2.50	232.50
12/11/13	LR	Call Center Management & Oversight	1.50	244.50
12/11/13	SW	Call Center Management & Oversight	1.00	93.00
12/11/13	LH	Call Center Management & Oversight	9.50	883.50
12/12/13	LR	Call Center Management & Oversight	1.00	163.00
12/12/13	SW	Call Center Management & Oversight	1.00	93.00
12/12/13	LH	Call Center Management & Oversight	8.50	790.50
12/12/13	JM	Call Center Management & Oversight	1.00	93.00
12/13/13	LR	Call Center Management & Oversight	0.75	122.25
12/13/13	SW	Call Center Management & Oversight	1.00	93.00
12/13/13	LH	Call Center Management & Oversight	7.25	674.25
12/13/13	JM	Call Center Management & Oversight	3.00	279.00
12/14/13	LH	Call Center Management & Oversight	9.50	883.50
12/16/13	LR	Call Center Management & Oversight	1.00	163.00
12/16/13	SW	Call Center Management & Oversight	1.00	93.00
12/16/13	WS	Call Center Management & Oversight	0.72	162.00
12/16/13	LH	Call Center Management & Oversight	9.25	860.25
12/16/13	JM	Call Center Management & Oversight	1.00	93.00
12/17/13	SW	Call Center Management & Oversight	1.00	93.00
12/17/13	LH	Call Center Management & Oversight	8.00	744.00
12/17/13	JM	Call Center Management & Oversight	2.25	209.25

Total Services 9,341.25

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Date Jan 31, 2014
Client Number 4011

Total Expenses	.00

Total This Matter	9,341.25

Inv# 136442
Date Jan 31, 2014
Client Number 4011

Re: GMACM - ARP - Call Center Training 401145

For Professional Services Rendered:

TIMEKEEPER	RATE	HOURS	FEES
CSR	140	140	50.00
		278.30	13,915.00

Total Fees: 13,915.00

12/09/13 140 Call Center Training	278.30	13,915.00
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Total Services	13,915.00
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Total Expenses	.00
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Total This Matter	13,915.00
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Date Jan 31, 2014
Client Number 4011

Re: GMACM - ARP - Call Center Support 401147

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEES
CSR	140	140	50.00	2,526.07
				126,303.50
Total Fees:				126,303.50
12/06/13	140	Call Center Support	6.84	342.00
12/09/13	140	Call Center Support	5.77	288.50
12/10/13	140	Call Center Support	373.73	18,686.50
12/11/13	140	Call Center Support	404.10	20,205.00
12/12/13	140	Call Center Support	395.31	19,765.50
12/13/13	140	Call Center Support	417.18	20,859.00
12/14/13	140	Call Center Support	91.88	4,594.00
12/16/13	140	Call Center Support	414.30	20,715.00
12/17/13	140	Call Center Support	416.96	20,848.00
Total Services				126,303.50
Total Expenses				.00

Total This Matter				126,303.50

Inv# 136442
Date Jan 31, 2014
Client Number 4011

Re: GMACM - ARP - Project Management & Reporting

401106

For Professional Services Rendered:

TIMEKEEPER	RATE	HOURS	FEES
Ann Haan	AH 164.00	64.75	10,619.00
Bryan Painter	BP 90.00	0.75	67.50
Erin Pakirtzis	EP 121.00	0.25	30.25
Ken Wood	KW 201.00	2.00	402.00
Marianna Hanson	MH 164.00	2.00	328.00
Theresa Collins	TAC 192.00	10.00	1,920.00

Total Fees: 13,366.75

12/02/13	AH	Client Inquiries & Reporting	6.50	1,066.00
12/03/13	TAC	Conference Calls/Project Meetings	1.00	192.00
12/03/13	AH	Client Inquiries & Reporting	6.25	1,025.00
12/04/13	TAC	Conference Calls/Project Meetings	1.50	288.00
12/04/13	BP	Correspondence/Admin Mail Processing	0.75	67.50
12/04/13	AH	Client Inquiries & Reporting	8.00	1,312.00
12/04/13	MH	Conference Calls/Project Meetings	1.00	164.00
12/05/13	TAC	Conference Calls/Project Meetings	1.00	192.00
12/05/13	AH	Client Inquiries & Reporting	6.50	1,066.00
12/06/13	TAC	Conference Calls/Project Meetings	1.00	192.00
12/06/13	AH	Client Inquiries & Reporting	8.25	1,353.00
12/09/13	TAC	Conference Calls/Project Meetings	0.25	48.00
12/09/13	AH	Client Inquiries Reporting	4.00	656.00
12/10/13	TAC	Conference Calls/Project Meetings	0.50	96.00
12/10/13	AH	Client Inquiries & Reporting	6.50	1,066.00
12/11/13	TAC	Conference Calls/Project Meetings	1.00	192.00
12/11/13	AH	Client Inquiries & Reporting	8.50	1,394.00
12/11/13	MH	Conference Calls/Project Meetings	1.00	164.00
12/13/13	TAC	Conference Calls/Project Meetings	0.25	48.00
12/13/13	KW	Tax Reporting - Fund	1.00	201.00
12/16/13	TAC	Conference Calls/Project Meetings	2.00	384.00
12/16/13	AH	Client Inquiries & Reporting	10.25	1,681.00
12/16/13	EP	Bank Account Setup	0.25	30.25
12/17/13	TAC	Conference Calls/Project Meetings	1.50	288.00
12/17/13	KW	Bank Account Reconciliation	1.00	201.00

Total Services 13,366.75

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Total Expenses	.00

Total This Matter	13,366.75

Inv# 136442
Date Jan 31, 2014
Client Number 4011

Re: GMACM - ARP - Technical Consulting

401107

For Professional Services Rendered:

TIMEKEEPER	RATE	HOURS	FEES
Bernadette Lex	BL 175.00	2.00	350.00
Bjorn Bergh	BB 141.00	1.90	267.90
Carolyn Lee	CCL 141.00	0.25	35.25
Christy Gilman	CG 188.00	0.30	56.40
Daniel Hanson	DH 163.00	1.75	285.25
Greg Brown	GSB 141.00	0.50	70.50
Hai Bui	HB 141.00	0.90	126.90
Joel Cooper	JC 175.00	1.40	245.00
Kari Mason	KM 175.00	0.40	70.00
Mark Kitoski	MK 163.00	4.00	652.00
Peter Hesse	PH 206.00	6.20	1,277.20
Rebecca Howe	RH 163.00	1.00	163.00

Total Fees: 3,599.40

12/02/13	DH	Modification Quality Assurance	1.75	285.25
12/03/13	MK	Distribution File - Quality Assurance	2.00	326.00
12/04/13	MK	Distribution File - Quality Assurance	0.90	146.70
12/04/13	PH	Scanning - Setup	0.20	41.20
12/05/13	GSB	Application	0.10	14.10
12/05/13	MK	Modification/Development		
		Distribution File - Quality Assurance	1.10	179.30
12/05/13	BB	Modification Quality Assurance	1.90	267.90
12/06/13	GSB	Application	0.10	14.10
		Modification/Development		
12/06/13	KM	Generate Supplemental Notice Files	0.40	70.00
12/06/13	CG	Coordinate Distribution	0.20	37.60
12/06/13	BL	Generate Supplemental Notice Files	1.90	332.50
12/06/13	HB	Application	0.20	28.20
		Modification/Development		
12/06/13	RH	Distribution File - Quality Assurance	1.00	163.00
12/10/13	PH	Scanning - Setup	4.00	824.00
12/10/13	BL	Generate Supplemental Notice Files	0.10	17.50
12/11/13	GSB	Application	0.10	14.10
		Modification/Development		
12/11/13	PH	Scanning - Setup	1.00	206.00

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12/11/13	CG	Generate Supplemental Notice Files	0.10	18.80
12/12/13	PH	Scanning - Setup	1.00	206.00
12/12/13	JC	Payment Calculation Programming	0.60	105.00
12/12/13	HB	Application Modification/Development	0.10	14.10
12/13/13	JC	Payment Calculation Programming	0.60	105.00
12/13/13	HB	Application Modification/Development	0.20	28.20
12/16/13	JC	Payment Calculation Programming	0.20	35.00
12/16/13	HB	Application Modification/Development	0.20	28.20
12/17/13	CCL	Check Reissue - Quality Assurance	0.25	35.25
12/17/13	GSB	Application Modification/Development	0.20	28.20
12/17/13	HB	Application Modification/Development	0.20	28.20

Total Services	3,599.40
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Total Expenses	.00
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Total This Matter	3,599.40
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Inv# 136442
Date Jan 31, 2014
Client Number 4011

Re: GMACM - ARP - Expenses

401190

For Professional Services Rendered:

Expense Detail:

Reference	Date	Description	Amount
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149066	12/20/13	Postage/Federal Express Shipping/Courier	100.00
		Subtotal	100.00
			100.00
Total Expenses			100.00
Total This Matter			100.00